

**VIRGINIA STATE UNIVERSITY
BOARD OF VISITORS
Virginia State University, Virginia 23806**

Thursday, January 19, 2012

CALL TO ORDER

Ms. Katherine Busser, Vice Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Room A of the Gateway Dining Event Center at 8:05 a.m.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Felix Davis, Jr., Rector (*absent*)
Ms. Katherine E. Busser, Vice Rector
Brigadier General (RET) Alfred J. Cade, Secretary
Mr. George K. Anas, II
Mr. Jerry B. Bias (*absent*)
Mr. Harry Black (*arrived at 1:00 p.m.*)
Dr. William C. Boshier
Mr. Allyn Myles Carnam
Ms. Catherine H. Gillespie
Mr. Terone Green
Mr. E. Ray Murphy
Ms. Daphne M. Reid
Mr. James H. Starkey, III
Ms. Barbara Steverson
Mr. Spencer L. Timm
Dr. Emmanuel Omojokun, Faculty Member Representative
Mr. Brandon Randleman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackelford, Vice President for Student Affairs
Dr. Robert L. Turner, Jr., Vice President for Development
Mr. David J. Meadows, Vice President for Administration and Finance
Mr. Cortez K. Dial, Chief of Staff
Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Roscoe C. Roberts, University Legal Counsel
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. Neal Gold, Senior Customer Relationship Manager, SunGard Higher Education
Ms. Allison Leonard, Senior Customer Relationship Manager, SunGard Higher Education
Mr. Travis Edmonds, VSU Office of Information Technology

OPENING REMARKS

The Vice Rector asked all present to pause for a moment of reverent silence.

PRESIDENT'S REMARKS

President Miller highlighted and discussed: a potential partnership with the Southside Regional Medical Center; the Army Logistics University at Fort Lee; dual enrollment partnerships; VSU's receipt of the Community Member of the Year award by the Big Brother Big Sister organization and the City of Petersburg; the Godfrey group visit; the University's strategic planning efforts; the Gloucester Institute; future plans for a City of Petersburg hotel and conference center; Law School partnership opportunities; and the 100th anniversary of the Central Intercollegiate Athletic Association (CIAA) Tournament.

The Vice Rector recessed the meeting of the full Board at 8:40 a.m. to allow for concurrent committee meetings.

The Board reconvened in open session at 12:37 p.m. and in accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, the Board convened in closed session at 12:38 p.m. to discuss personnel matters. The motion provided that President Miller and Attorney Roberts attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 12:48 p.m., and in accordance with § 2.2-3712(D) of the *Code of Virginia*, BG (RET) Cade conducted the poll in which all Board members certified that the Board only discussed personnel matters as authorized by law. All board members present certified compliance with the Freedom of Information Act.

The Vice Rector adjourned the meeting of the full Board at 12:53 p.m. for a University strategic planning presentation.

Board Meeting
Friday, January 20, 2012

CALL TO ORDER

Ms. Katherine Busser, Vice Rector, called the meeting of the Virginia State University (“VSU”) Board of Visitors (“Board”) to order in Room A of the Gateway Dining Event Center at 8:30 a.m. Committee meetings were held Thursday morning and the committee reports from those meetings are included in these minutes.

ROLL CALL

A quorum was present.

Board Members Present:

Mr. Felix Davis, Jr., Rector (*absent*)
Ms. Katherine E. Busser, Vice Rector
Brigadier General (RET) Alfred J. Cade, Secretary
Mr. George K. Anas, II
Mr. Jerry B. Bias (*absent*)
Mr. Harry Black
Dr. William C. Boshier
Mr. Allyn Myles Carnam (*absent*)
Ms. Catherine H. Gillespie
Mr. Terone Green
Mr. E. Ray Murphy
Ms. Daphne M. Reid
Mr. James H. Starkey, III
Ms. Barbara Steverson
Mr. Spencer L. Timm
Dr. Emmanuel Omojokun, Faculty Member Representative
Mr. Brandon Randleman, Student Government Association Representative

Administration Present:

Dr. Keith T. Miller, President
Dr. W. Weldon Hill, Vice President for Academic Affairs
Dr. Michael M. Shackelford, Vice President for Student Affairs
Dr. Robert L. Turner, Jr., Vice President for Development
Mr. David J. Meadows, Vice President for Administration and Finance
Mr. Cortez K. Dial, Chief of Staff

Dr. Elliott L. Wheelan, Associate Vice President for Human Resources
Ms. Joanne Curtis Taylor, Chief Audit Executive

Legal Counsel Present:

Mr. Roscoe C. Roberts, University Legal Counsel
Ms. Bonnie N. Degen, Legal Assistant, University Legal Counsel
Ms. Christy G. Brown, Paralegal, University Legal Counsel

Other Attendees:

Mr. Travis Edmonds, Office of Information Technology
Ms. Jennifer Schreck, Project Manager, Virginia Auditor of Public Accounts
Ms. Katie Collins, In-charge Auditor, Virginia Auditor of Public Accounts

OPENING REMARKS

On behalf of the Board, the Vice Rector expressed well wishes to Rector Davis for a speedy recovery and asked all present to pause for a moment of reverent silence.

APPROVAL OF MINUTES

Vice Rector Busser called for approval of the minutes of the Board meeting held November 10-11, 2011. A motion for their approval was made by Ms. Reid, seconded by Ms. Steverson, and the minutes were approved by voice vote.

PRESIDENT'S STATEMENT

President Miller gave a brief recap of the strategic planning presentation given Thursday, the changes and the effective and efficient forward progress of the University and the great future to which it is headed.

COMMITTEE REPORTS

Academic and Student Affairs

Ms. Barbara Steverson, Chair of the **Academic and Student Affairs Committee**, highlighted the committee's agenda items and discussed the committee's work during its meeting.

Provost Hill highlighted: the International Baccalaureate, Advanced Placement, and Cambridge International Examinations Credit Acceptance Policy. On behalf of the committee, Ms. Steverson presented for approval, the International Baccalaureate, Advanced Placement, and Cambridge International Examinations Credit Acceptance Policy. The motion carried by roll call voice vote.

Dr. Hill discussed the change in the full-time graduate course load. On behalf of the committee, Ms. Steverson presented for approval the change in the full-time graduate load from 12 semester hours to 9 semester hours. The motion carried by roll call voice vote.

Dr. Hill presented the draft bylaws of the Virginia State University Research Foundation for board review and recommendations, as the University moves forward with the initiative. Mr. Green discussed the composition of the VSU Research Foundation Board and recommended strong VSU Board presence on that board, discussion ensued.

Dr. Hill also discussed changes to the Faculty Handbook; Sections 2.2 Faculty Contracts; 2.4 Advancement in Rank for Collegiate/Instructional Faculty; 2.5 Criteria for the Award of Tenure to Collegiate/Instructional Faculty; 2.7 University Promotion and Tenure Committee; 2.8 Appointment of Agricultural Research and Extension Faculty; 2.9 Advancement in Rank for Agricultural Research and Extension Faculty; 2.10 Criteria for the Award of Tenure to Research and Extension Faculty; 2.11 Promotion and Continuing Contract Tenure Status Review Process for Agricultural Research and Extension Faculty; and 2.12 University Promotion and Continuing Contract Status Committee for Agricultural Research and Extension Faculty. The final document is expected in April 2012.

Dr. Shackelford discussed: student housing; spring 2012 validated enrollment; the draft updated student handbook; and student financial aid changes including the reduction in sanctions, and how they affect approximately 890 VSU students. Discussion ensued.

Mr. Brandon Randleman, Student Government Association Representative, discussed his work as the Vice Chair of the Student Advisory Committee of the State Council of Higher Education for Virginia (SCHEV), which included financial aid increases for Virginia students and an increase in faculty salaries.

Resource and Governance Committee

Ms. Daphne Reid, Chair of the **Resource and Governance Committee**, discussed the proposed board meeting schedule for 2012-2013. She also introduced for the board's consideration a proposal for the board reducing its meetings from two days to one, with meetings taking place on Fridays only, beginning in September 2012. Ms. Reid then presented for approval the 2012-2013 meeting schedule, with one-day meetings to take place on September 21, 2012, November 9, 2012, January 18, 2013, and April 19, 2013. The motion was seconded by BG (RET) Cade and carried by voice vote.

Ms. Reid highlighted the officer nomination process and the upcoming work to be done for the election of officers to take place during the Board's April 2012 meeting.

The board engaged in an extensive conversation regarding VSU Board member representation on the foundation boards and Vice Rector Busser asked the Resource and Governance Committee to

provide a recommendation regarding VSU board representation on the VSU Foundation, the Real Estate Foundation, and the new VSU Research Foundation boards. Ms. Busser also asked that the committee along with the President, BG (RET) Cade, and Mr. Murphy have a discussion with the leadership of the two existing foundations regarding increased VSU Board member representation.

On behalf of the committee, Ms. Reid presented and moved for approval an amendment to the bylaws. Discussion ensued. Following an amendment to the motion by Ms. Busser, the proposed bylaw amendment read:

The Rector, with the consent of the Board, may authorize the Development Committee Chair to appoint non-board members to serve one year terms as voting members of the Development Committee. Such appointments are the President of the Virginia State University Alumni Association and the Chair of the Virginia State University Foundation.

The motion carried unanimously by voice vote.

On behalf of the committee, Ms. Reid presented and moved for approval an amendment to Article VI Section 1.3 of the bylaws pertaining to the Evaluation of the President, removing:

This evaluation should take place during the annual meeting.

The motion carried by voice vote. The Board authorized the Rector, Chair of the Resource and Governance Committee and the President to work on developing the President's evaluation timeline.

Facilities, Finance, and Audit Committee

Mr. E. Ray Murphy, Chair of the **Facilities, Finance and Audit Committee**, highlighted the committee's agenda items and discussed the committee's work during its meeting. He introduced Ms. Jennifer Schreck, Project Manager, Auditor of Public Accounts, and Ms. Katie Collins, In-charge Auditor, Auditor of Public Accounts. Ms. Schreck conducted a brief entrance conference, reviewed processes, and looks to report the audit findings to the Board at the April 2012 meeting.

On behalf of the committee, Mr. Murphy presented and moved for approval the Resolution Authorizing the President to Sign Letter to the Secretary of Finance. The motion carried by voice vote.

On behalf of the committee, Mr. Murphy presented and moved for approval the Resolution Authorizing Property Acquisition. The motion carried by voice vote.

During the 2011 Forum Luncheon and Governor's Supplier Diversity Award Program, Virginia State University was presented with the "Minority Total Annual Expenditures with Minority

Forms” Award. The award recognized state entities that had the most improved SWaM performance or the highest percentage of SWaM expenditures for fiscal year 2011.

Mr. Meadows highlighted: the Governor’s biennium budget proposal; the Governor’s proposed December 2012 agency bonus; and the affect of the financial aid changes on student enrollment and the University budget. Discussion ensued.

Mr. Meadows highlighted the strategic planning presentation that was held Thursday and the planning committee staffing by board members: Group 1, Strategic Enrollment and Growth, Dr. Boshier and Ms. Busser; Group 2, Student Affairs and Athletics, Ms. Gillespie and BG (RET) Cade; Group 3, Academic Development/Faculty Affairs, Ms. Reid and Mr. Green; Group 4, Outreach/Fiscal Solvency/University Relations, Mr. Starkey and Mr. Timm; and Group 5, Infrastructure and Technology, Mr. Anas and Ms. Steverson.

Mr. Murphy highlighted completed audit activities: governance over grade changes and review of management’s publication of the appeals process; University ethics program review; and the President’s office transactions for 2011. The University is on target with meeting audit objectives with one hotline case under review.

The five year quality review of the audit process to be conducted by an outside firm will begin in May 2012 with a report anticipated in the summer.

Development Committee

Mr. James H. Starkey, III, Chair of the **Development Committee**, highlighted the committee’s agenda items and discussed the committee’s work during its meeting. He discussed the University’s major gifts received through January 5, 2012, totaling \$479,138; and the Title III Matching Grant of \$724,673. Current fiscal year funds raised to date totaling \$2,725,639.00. As of September 30, 2011, the VSU Endowment was \$21,229,605.00.

Mr. Frank Smith from Sphinx Financial Group is working with the VSU Foundation, and the University looks forward to working with him.

Mr. Starkey discussed reviewing the current alumni fundraising strategies and how they can be improved, and effective outreach efforts. Discussion ensued.


CLOSED SESSION

In accordance with § 2.2-3711(A)(1) of the *Code of Virginia*, the Board convened in closed session at 11:52 a.m. to discuss a faculty personnel matter. The motion provided that President Miller and Attorney Roberts attend the closed meeting as their presence was deemed necessary to aid the Board in its deliberations.

The Board reconvened in open session at 12:21 p.m., in accordance with § 2.2-3712(D) of the *Code of Virginia*. BG (RET) Cade conducted the poll in which all Board members certified that the Board only discussed personnel matters as authorized by law. All Board members present certified compliance with the Freedom of Information Act.


Ms. Busser presented and moved for approval the following: The full board reviewed the President's ruling in support of the recommendation of the Appeals Subcommittee of the Faculty Senate's Committee Reconciliation, and by a unanimous vote of the members present, the board finds substantial evidence to support the President's decision to deny the appeal of a tenured academic professor who was terminated by the Provost for violating the Faculty Handbook. The motion was seconded by Mr. Anas and carried by a unanimous roll call vote.

There being no further business, the Vice Rector adjourned the meeting of the Board at 12:23 p.m.


Katherine E. Busser, Vice Rector

4-20-12

Date


Alfred J. Cade, Secretary

4-20-12

Date

VIRGINIA STATE UNIVERSITY

**RESOLUTION AUTHORIZING THE PRESIDENT
TO SIGN LETTER TO THE SECRETARY OF FINANCE**

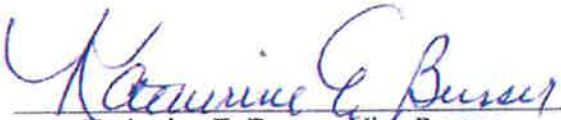
WHEREAS, the 2008 Virginia Acts of Assembly, Chapter 879 includes a requirement in the General Provisions related to Higher Education Restructuring requiring an annual assessment and certification; and

WHEREAS, the Honorable Richard D. Brown, Secretary of Finance, has requested a statement from the Board certifying Virginia State University's compliance with Board approved debt management policy; and

WHEREAS, the letter of certification should also include the effective date of the policy; and

WHEREAS, this requirement is due by March 15, 2012 to John Ringer of the Virginia Department of Planning and Budget;

NOW, THEREFORE, BE IT RESOLVED that the Board of Visitors authorizes President Keith T. Miller to provide the certification to the Department of Planning and Budget.


Katherine E. Busser, Vice Rector

20 Jan, 2012
Date


Alfred J. Cade, Secretary

20 Jan 2012
Date

**RESOLUTION OF THE BOARD OF VISITORS OF
VIRGINIA STATE UNIVERSITY
AUTHORIZING PROPERTY ACQUISITION**

WHEREAS, the University has expressed a major strategic objective to expand the boundaries of the current campus footprint to make way for the Multi-Purpose Center; and

WHEREAS, the University Board of Visitors did, on three previous occasions, August 10, 2007, September 19, 2008, and April 15, 2010 approve the purchase of properties in support of the above objective; and

WHEREAS, University staff have reconciled the above approvals, in consultation with the Division of Real Estate Services, and has identified one parcel that needs to be added to those properties approved by the Board of Visitors; and

WHEREAS, the above reconciliation, when adjusted as noted above results in a total of one hundred and sixty six (166) parcels that need to be purchased in support of the Multi-Purpose Center Project; and


WHEREAS, the administration has made significant progress in the acquisition of the required parcels as shown in Attachment A, a summary of parcels to be purchased in support of the construction of the Multi-Purpose Center; and

WHEREAS, Attachment B provides a status of each parcel approved for acquisition in the Multi-Purpose Center project area; and

WHEREAS, the General Assembly has authorized the acquisition of real property through the 2006 Virginia Acts of Assembly, Chapter 3, page 509, Item C-228; 2007 Virginia Acts of Assembly, Chapter 847, Pages 607 and 608, Item C-229; and Virginia Acts of Assembly – 2008 Special Session I;

Now therefore, be it RESOLVED that the Board of Visitors approves the purchase of the parcels listed on Attachment A. If authorized by the Commonwealth of Virginia's reviewing agencies, the purchase price may exceed the appraised value as determined by an outside independent appraisal because of current market value, plus reasonable costs, and expenses to close these transactions.

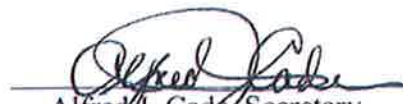
RESOLVED FURTHER that the President and Vice President for Administration and Finance are authorized to execute any and all contracts or documents pertaining to the acquisition of the aforementioned property.



Katherine E. Busser, Vice Rector



Date



Alfred J. Cade, Secretary



Date